



APR 1 2 1994 -9 55 AM

GE Transportation Systems

Michael J. Baughman Counsel

WIESSIAIE CONTRACT OF FARMINGSION General Electric Cอกากลกง 2901 East Lake Road Erie, PA 16531 814 875-3044, Fx 314 875-2724

April 8, 1994

VIA FEDERAL EXPRESS

0100179019

Ms. Mildred Lee Interstate Commerce Commission 12th and Constitution Avenue, N.W. Room 2302 Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. Management of the regulations thereunder, are duplicate execution Memorandum of Lease Agreement, dated as of February ortation Company ("Lesser") ortation Company ("Lesser") ortation Company ("Lesser") §11303 and the regulations thereunder, are duplicate execution copies of a Memorandum of Lease Agreement, dated as of February 28, 1994, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a secondary document. primary document to which this relates is recorded under ICC Recordation Number 17405E.

The names and addresses of the parties to the enclosed Memorandum of Locomotive Lease are as follows:

LESSOR:

General Electric Company

2901 East Lake Road

Erie, Pennsylvania 16531

LESSEE:

Southern Pacific Transportation Company

Southern Pacific Building

One Market Place

San Francisco, California 94105

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$18.00 for the required recording fee.

Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to Michael J. Baughman, Counsel, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of August 28, 1994, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to forty two (42) General Electric Diesel Electric Locomotives, bearing Road Nos. 7484, 7485, 7486, 7487, 7489, 7490, 7491, 7492, 7493, 7494, 7495, 7496, 7497, 7499, 8015, 8021, 8025, 8032, 8035, 8044, 8053, 8056, 8072, 8079, 8087, 8093, 8095, 8096, 8127, 8130 8132, 8133, 8134, 8137, 8138, 8139, 8140, 8144, 8148, 8149, 8150 and 8151.

Respectfully submitted,
M. J. Laughman lu

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

Aprd1 12, 1994

OFFICE OF THE SECRETARY

Michael J. Baughman, Counsel General Electric Company 2901 East Lake Road Building 14-5 Erie Pennsylvania 16531

Dear Mr. Baughman:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on April 12, 1994

at 9:55AM

, and assigned

recordation number(s).

17405-M

Sincerely yours,

Secretary SIDNEY L. STRICKLAND, JR.

Enclosure(s)

PEROPRIATION NO. 17405- FILED 1425

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MEMORANDUM OF LEASE, SP 94-1

On the day of February, 1994, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into Locomotive Lease Schedule Number SP 94-1, by which the General Electric Diesel Electric Locomotives described in Exhibit A attached hereto were leased from Lessor to Lessee. Except as stated to the contrary therein, such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated April 23, 1992 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on May 21, 1992, at 2:20 P.M. under I.C.C. file/index number 17405.

GENERAL ELECTRIC COMPANY	SOUTHERN PACIFIC // /
al DVH	TRANSPORTATION COMPANY
Stephen Kutska, Account Manager	_ By:
Stephen Rutska, Account Manager	Name Henry M. Chidgey
	Tite Vice President & Chief Mechanical Officer
Commonwealth of Pennsylvania }	
County of Erie	
Stephen Kutska, who acknowledged himself to be an Ac	994, before me, the undersigned officer, personally appeared count Manager of General Electric Company, a corporation, and so, executed the foregoing instrument for the purposes therein elf as Account Manager.
In witness whereof, I hereunto set my hand	
Notarial Seal Carol A. Wahlen Notary Public Lawience Park Twp Erie County My Commission Expires Dec. 12, 198	Notary Public Notary Public
State ofCOLORADO}	
County of DENVER	
Henry M. Chidgey , who acknowledge Southern Pacific Transportation Company, a corporation authorized to do so, executed the foregoing instrument	94, before me, the undersigned officer, personally appeared of himself to be the $V.P.\&.CMO$ of , and that he as $V.P.\&.CMO$, being to the purposes therein contained by signing the name of the
corporation by himself as V.P. & CMO	
In witness whereof, I hereunto set my hand	and official sad.
My commission expires: 10/14/94	Notary Public
É.	TARY PUBL
	KAREN SUE JOHNSON
SP Memo of Lease 94-1	LE DE COLOR

Exhibit A

Road Number	Model
7484 7485 7486 7487 7489 7490	B36-7 B36-7 B36-7 B36-7 B36-7
7491 7492 7493 7494 7495 7496	B36-7 B36-7 B36-7 B36-7 B36-7
7497 7499 8015 8021 8025	B36-7 B36-7 B36-7 B36-7 B36-7
8032 8035 8044 8053 8056 8072	B36-7 B36-7 C30-7 C30-7 C30-7
8079 8087 8093 8095 8096 8127	C30-7 C30-7 C30-7 C30-7 C30-7
8130 8132 8133 8134 8137	C30-7 C30-7 C30-7 C30-7 C30-7
8138 8139 8140 8144 8148 8149	C30-7 C30-7 C30-7 C30-7 C30-7
8150 8151	C30-7 C30-7

SCHEDULE_I

Description of Locomotive(s)

Type of Equipment	Number of Units	Road Number(s)
General Electric	42	7484
Diesel Electric	. –	7485
Locomotives		7486
		7487
		7489
		7490
		7491
		7492
		7493
		7494
		7495
		7496
		7497
		7499
		8015
		8021
		8025
		8032
		8035
		8044
		8053
		8056
		8072
		8079
		8087
		8093
		8095
		8096
		8127
		8130
		8132
		8133
		8134
		8137
		8138
		8139